

**UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF MICHIGAN
SOUTHERN DIVISION**

ABG PRIME GROUP, INC., a Michigan
Corporation,

Plaintiff,

vs.

Case No: 2:17-cv-12280
Hon. Laurie J. Michelson

INNOVATIVE SALON PRODUCTS,
INC., d/b/a LOMA, a State of Washington
For-Profit Corporation; DAVID HANEN, an
Individual; ALL ALLIANCE PRODUCTS,
a d/b/a of Dean Prodromitis or Total Image
International; DEMONSTHENES
PRODROMITIS, a/k/a Dean Prodromitis;
TOTAL IMAGE INTERNATIONAL, LLC,
a Florida Limited Liability Company,

Defendants,

and

INNOVATIVE SALON PRODUCTS, INC.,
d/b/a LOMA, a State of Washington For-Profit
Corporation,

Counter-Plaintiff,

vs.

ABG PRIME GROUP, INC., a Michigan
Corporation,

Counter-Defendant.

DECLARATION OF DEMOSTHENES PRODROMITIS

I, Demosthenes Prodromitis, hereby declare as follows:

1. Except as otherwise stated, I have personal knowledge of the facts stated herein, or have a reasonable belief based upon my review of business records, and would testify in accordance with these facts if called upon to do so.

2. I submit this Declaration in support of the motion to dismiss based on lack of personal jurisdiction filed on behalf of Total Image International, LLC's (hereafter Total Image International, LLC will be referred to as "Total Image") and on behalf of myself.

3. I am the Managing Member Total Image.

4. I am a resident of the State of Florida.

5. Total Image is a Florida limited liability company with its sole place of business located in Tarpon Springs, Florida.

6. Total Image has never had an office in Michigan, has never had a resident agent in Michigan, and has not otherwise ever been registered to do business in Michigan.

7. Neither I nor Total Image have ever had any employees in Michigan.

8. Neither I nor Total Image have ever had any distributors in Michigan.

9. Neither I nor Total Image have ever maintained any bank accounts or other financial accounts in Michigan.

10. Neither I nor Total Image have ever owned or leased any real property in Michigan.

11. Neither I nor any Total Image employee has ever traveled to Michigan for Total Image business.

12. Total Image currently sells no beauty supply products, and has not done so since approximately September, 2015. Rather, Total Image fulfills shipping and fulfillment services for other companies that sell products. Prior to approximately September, 2015, Total Image did sell beauty supply products as the exclusive distributor for several national brands. The exclusive distribution agreements with these manufacturers limited Total Image to selling into Florida only.

13. None of Total Image's exclusive distribution territories encompassed Michigan, and to my knowledge no products were ever sold by Total Image or me into Michigan.

14. During the time that Total Image represented beauty supply manufacturers, none of those manufacturers were located in Michigan.

15. To my knowledge, Total Image only bought products from one supplier ever in Michigan for resale. This supplier was Windsor Beauty Supply, which filled two or three orders from Total Image. The purchase order for the last of these purchases was dated on or about May 13, 2013, and Total Image paid approximately \$2,736.00 in total for these purchases.

16. Although Total Image currently maintains a website at www.totalimagebeauty.com, the website is informational only. This website has never allowed visitors to purchase products online.

17. From approximately 2003-2008 I was involved in operating Spa Destinations LLC, a Florida LLC. Spa Destinations operated a website at www.spadestinations.com and sold products through this website. This website was

accessible to every state, as well as Michigan, and was not targeted to Michigan residents in particular. Spa Destinations sales into Michigan accounted for a total of only 5 orders ever, which is far less than 1% of all Spa Destinations sales. Spa Destinations LLC is no longer active, as it was administratively dissolved in 2009. Prospero Consulting LLC, a Florida business run by my sister, Theo Prodromitis, has taken over the Spa Destinations website and brand.

18. I am not the registered agent, an officer, nor a member of Prospero Consulting, LLC, and I was not its registered agent at the time I was served with the summons addressed to Prospero and the First Amended Complaint in this case.

VERIFICATION

Pursuant to 28 U.S.C. §1746, I declare under penalty of perjury that the foregoing is true and correct.

Dated: December 12, 2017

A handwritten signature in black ink, appearing to read "D. Prodromitis", written over a horizontal line.

DEMOSTHENES PRODROMITS